

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

CIVIL ACTION NO. 05-10452-REK

CHURCH BROTHERS, LLC)
Plaintiff)
vs)
THE ALPHAS COMPANY, INC.)
THE ALPHAS COMPANY OF NEW)
YORK, INC., JOHN S. ALPHAS, and)
PETER ALPHAS)
Defendants)

**AFFIDAVIT OF JOHN S. ALPHAS
IN SUPPORT OF MOTION
TO MODIFY ORDER OF MARCH 10, 2005**

Now comes John Alphas and deposes as follows:

1. I am a defendant named in the Complaint in this matter. I am the President of the Defendant The Alphas Company, Inc. I make the statements contained in this Affidavit based on my personal knowledge.
2. I have not spoken to Neil Milburn since January of 2005.
3. The closing date for the transaction to which the Milburn affidavit referred, the sale of “some docks” in fact was December 29, 2004.
4. The “embezzlement” situation occurred in mid-December of 2004.
5. The statement contained in Paragraph 13 of the Milburn affidavit that “all price adjustments that have been either requested or authorized in connection

with Defendants' accounts have been made and are reflected on CB's aged account statement" is not correct. To the contrary, The Alphas Company has obtained Department of Agriculture Inspections concerning many of the lots of produce involved. I have communicated with the Plaintiff concerning those lots and have requested credits for the bad produce. Mr. Milburn implies as much, as Paragraph 14 addresses the fact that we "requested numerous adjustments."

6. Attached hereto as a cumulative Exhibit 1 are true and correct copies of our business records for shipments that are in dispute.
7. Attached hereto as Exhibit 2 is a listing of Plaintiff's invoices, payments which we made against those invoices, and amounts in dispute between Plaintiff and Defendant concerning quality of the produce actually provided to us. The spreadsheet discloses that, including payment sent by Federal Express on March 11, 2005 (in the amount of \$ 17,500.00 for portions of invoices not in dispute, drawn on an account with a bank not served with the Court's order), we have paid \$ 29,299.20 of the amount claimed in the Complaint in this matter, leaving \$ 46,851.00 truly in dispute. We in fact dispute that we owe Church Brothers any of that amount.
8. Attached hereto as Exhibit 3 are true and correct copies of Federal Express materials, demonstrating that Church Brothers received the package containing the \$ 17,500 check.
9. Contrary to Mr. Milburn's Declaration, I had repeated discussions with Plaintiff, and specifically Mr. Milburn. Mr. Milburn told me that they were

having product problems, not only with Alphas, but with virtually every customer. He admitted to on-going quality problems. The documents contained within Exhibit 1 demonstrate that we in fact had on-going communications with Church Brothers about each and every invoice upon which they have brought their suit.

10. Within Exhibit 1 are true and correct copies of facsimiles which we sent to Plaintiff indicating the amounts which we believed were the actual amounts which we owed. Plaintiff never sent us a corrected invoice to reflect the changed amounts, so we did not issue payment.
11. In addition to the disputed lots, we have paid for many shipments about which there was no quality dispute. Within the spreadsheet, attached hereto as Exhibit 4, are entries which show the lots from the Plaintiff for which we have paid. As noted in Paragraph 8 of Mr. Milburn's declaration, Plaintiff has been doing business with Alphas only since November of 2004.
12. Plaintiff served the suit papers on our bank before they provided us with notice of the suit or restraining order.
13. The bank has informed us that, as a result of the order, it will not honor any checks. We had written checks to major suppliers which will be dishonored, even though, as of 5:00 p.m. on March 11, 2005, we have approximately \$ 17,000 in the Danvers Savings account beyond the \$ 76,000 in dispute here.
14. I understand that, as the Order is written, even if we comply with Paragraph E of the Order and deposit \$ 76,150.20 into the court or a separate trust account, our bank is still restrained from paying any checks, as, under the interpretation

of "trust funds" presented by the Plaintiff, any funds derived directly or indirectly from the sale of produce are "trust funds." Therefore, our bank has indicated to us that they feel restrained from honoring any checks.

SIGNED UNDER THE PAINS AND PENALTIES OF PERJURY THIS 14th DAY OF MARCH, 2005.

/s/ John S. Alphas
John S. Alphas

235218

THE ALPHAS COMPANY OF NEW YORK, INC.
HUNTS POINT PRODUCE MARKET
223-225 ROW B
BRONX, NY 10474

02/16/05

PAY TO THE
ORDER OF

\$

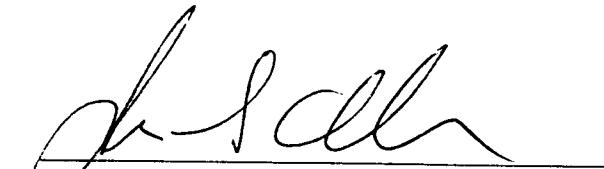
9673.50

***Nine Thousand Six Hundred Seventy-Three & 50/100 Dollars

DOLLARS

CHURCH BROTHERS, LLC
P.O. BOX 509
SALINAS, CA 93902-0509

MEMO:



10026993 10210000890 03074611

THE ALPHAS COMPANY OF NEW YORK, INC.
HUNTS POINT PRODUCE MARKET

26993

CHUBRO

CHURCH BROTHERS, LLC

101338	9509	12/03/04	9673.50	0.00	0.00	9673.50
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(Acct: 1000-00-00)

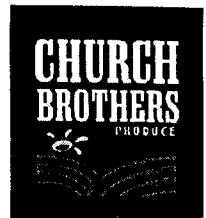
Check Date 02/16/05

Total

9673.50

Exhibit 1

Church Brothers, LLC
 P.O Box 509
 Salinas CA 93902-0509
 USA



INVOICE

Invoice #: 101338

Invoice: Dec 03, 2004

Ship: Dec 03, 2004

Pay Terms: Net 10

Sold To: Alphas Company Inc.
 51-52 & 87-88 New England Produce Center
 Chelsea MA 02150

Ship To: Alphas Company Inc.
 51-52 & 87-88 New England Produce Center
 Chelsea MA 02150

Page 1 of 1

Sale Terms: FOB	Salesperson: Neil Milburn	Carrier: JAAMES
Order:	Via:	Trailer lic: T679245 St: TN
Cust PO:	Currency: USD	Broker:

Description	Quantity	UOM	Price	Amount
Lettuce Liner 24 Reg Church Brothers	360	ctn	8.10	2,916.00
Lettuce Wrap 24 Reg Church Brothers	360	ctn	9.10	3,276.00
Spring Mix PP 2X1.5# Reg New Millenium	280	ctn	5.00	1,400.00
Baby Spinach PP 4# Reg True Leaf	140	ctn	6.00	840.00
Romaine Naked 24 Reg True Leaf	270	ctn	3.00 15.25	3,120.00 4,117.50
Broccoli Bunch 14 Reg	48	ctn	8.50	408.00
RYAN 10 Temperature Recorder	1		23.50	23.50
INVOICE TOTAL:	1458			12,981.00

9673-10

Exhibit 1, p.2

Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

87-89 New England Produce Center
Chelsea, MA 02150
617-884-5921
617-884-5932 Fax

The Alphas Company, Inc.

To:	Church Brothers, LLC	From:	Yanni
Attn:	Neil	Pages:	1
Fax:	831-455-1047	Date:	12/20/04
Re:		CC:	

Neil,

As agreed upon – today's invoice #101338 / Alphas Lot# 9509

270 cases Romaine will be paid at \$3.00.

Total to be remitted on this invoice \$9,673.50

[Handwritten signature]
Exhibit 1, p.4

THE ALPHAS COMPANY OF NEW YORK, INC.

CITIBANK, N.A.
1-8/210HUNTS POINT PRODUCE MARKET
223-225 ROW B
BRONX, NY 10474

02/17/05

PAY TO THE
ORDER OF

\$

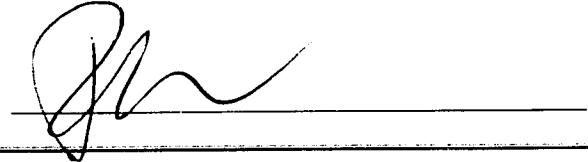
4046.30

***Four Thousand Forty-Six & 30/100 Dollars

DOLLARS

CHURCH BROTHERS, LLC
P.O. BOX 509
SALINAS, CA 93902-0509

MEMO:



1027019 1021000089 03074611

THE ALPHAS COMPANY OF NEW YORK, INC.
HUNTS POINT PRODUCE MARKET

27019

CHUBRO

CHURCH BROTHERS, LLC

102088	9542	12/10/04	4046.30	0.00	0.00	4046.30
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(Acct: 1000-00-00)

Check Date 02/17/05

Total

4046.30



Church Brothers, LLC
 P.O Box 509
 Salinas CA 93902-0509
 USA



INVOICE

Invoice #: 102088

Invoice: Dec 10, 2004

Ship: Dec 10, 2004

Pay Terms: Net 10

Old To: Alphas Company of New York
 223 to 225 Row B Hunts Point Terminal Mkt., Bronx
 New York NY 10474

Ship To: Alphas Company of New York
 223 to 225 Row B Hunts Point Terminal Mkt., Bronx
 New York NY 10474

Page 1 of 1

Trade Terms: FOB	Salesperson: Neil Milburn	Carrier: TDH
Order:	Via:	Trailer lic: 4ER9774
Customer PO:	Currency: USD	St:
		Broker:

Description	Quantity	UOM	Price	Amount
main Liner 24 Reg Church Brothers	140	ctn	5.10	14.10 1,974.00 714.00
reen Leaf Liner 24 Reg Church Brothers	84	ctn	15.10	28.10 2,360.40 1268.40
ed Leaf Liner 24 Reg Church Brothers	84	ctn	8.10	14.10 1,184.40 680.40
ettuce Wrap 24 Reg Church Brothers	560	ctn	2.00	10.10 5,656.00 1126.00
ettuce Liner 24 Reg Church Brothers	240	ctn	1.00	10.10 2,424.00 480.00
YAN 10 Temperature Recorder				
INVOICE TOTAL:	1		23.50	23.50 13,622.30
	1108			

4046 30

for Neil

ENTERED

Exhibit 1, p. 6

Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

FARMER'S CO-OP IDENTIFICATION		APPLICANT		INSPECTION CERTIFICATE	
10	4542	U1	The Alphs Coop NY	Address:	Brick New York
CARRIER OF BILLED BY		Additional Lot ID:	Shipper:	Church Bros Linc	
CARRIER TYPE NAME:			Address:	Saltines CA	
Refrigeration Unit:		<input checked="" type="checkbox"/> On	Doors:	<input type="checkbox"/> Open <input checked="" type="checkbox"/> Closed	Ins. Site:
96	34	Iceberg Lettuce	"Church Bros" 24 cello	C	Rocky's
86	37	Iceberg Lettuce	"Church Bros" 30 Lb	C	159 cases 2
C:				C	
D:				D	

WARNING: Any person who knowingly shall falsely make, issue, alter, forge, or counterfeit this certificate or participate in any such actions, is subject to a fine of not more than \$ 6,000 or imprisonment for not more than one year, or both.

I, the undersigned, a duly authorized Inspector of the United States Department of Agriculture, do hereby certify that, at the request of the applicant and on the date indicated, samples of the herein described product were inspected and the quality and/or condition as shown by said samples were as herein set out.

1500 New York 14th St. N.Y.

APPLICANT

87-89 New England Produce Center
 Chelsea, MA 02150
 617-884-5921
 617-884-5932 Fax

The Alphas Company, Inc.

To:	Church Brothers, LLC	From:	Yanni
Attn:	Neil Milburn	Pages:	3
Fax:	831-455-1047	Date:	12/20/04
Re:		CC:	

Neil,

Prices as agreed:

Romaine	140cs	@ 5.10
Green Leaf	84cs	@15.10
Red Leaf	84cs	@ 8.10
Cello Lettuce	560cs	@ 2.00
Liner Lettuce	240cs	@ 1.00

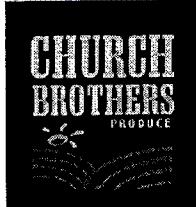
Total Invoice value \$4,046.30

***** Also please tell Gina checks are on the way!

Yanni

Y
 Exhibit 1, p. 8

Church Brothers, LLC
P.O Box 509
Salinas CA 93902-0509
USA



INVOICE

Invoice #: 102172

Invoice: Dec 10, 2004

Ship: Dec 10, 2004

Pay Terms: Net 10

Sold To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Ship To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

PO 8715 / LOT 7090

Page 1 of 1

Sale Terms: FOB

Salesperson: Neil Milburn

Carrier: SPAK

Order:

Via:

Trailer lic: 4BS9709

St:

Cust PO:

Currency: USD

Broker:

Description	Quantity	UOM	Price	Amount
Red Leaf Liner 24 Reg Church Brothers	84	ctn	6.10	1,184.40
Green Leaf Liner 24 Reg Church Brothers	168	ctn	13.10	4,720.80
Romaine Liner 24 Reg Church Brothers	210	ctn	5.10	2,541.00
Lettuce Liner 24 Reg Church Brothers	320	ctn	10.60	3,392.00
Lettuce Wrap 24 Reg Church Brothers	320	ctn	14.00	3,712.00
RYAN 10 Temperature Recorder	1		23.50	23.50
INVOICE TOTAL:	1102			15,573.70
				4447.70

84 @ 8.00 (672.00)
168 @ 15.00 (2520.00)
210 @ 7.00 (1470.00)
320 @ 9.40 (3072.00)
320 @ 10.40 (3392.00)
11126.00

RECEIVED

PAID
15259 1-12-05

Exhibit 1, p.9

Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

USDA		U.S. DEPARTMENT OF AGRICULTURE		INSPECTION CERTIFICATE		I-004-0250-00248	
		AGRICULTURAL MARKETING SERVICE					
		http://FPBInspections.ams.usda.gov				PAGE 1 of 2	
CARRIER or LOT ID: LOT 102172		APPLICANT: (211043547) THE ALPHAS COMPANY, CHELSEA, MA				REQUESTED:	12/15/2004 7:30 AM
LOADING STATUS: UNLOADED						STARTED:	12/15/2004 7:47 AM
STATED BY: APPLICANT		SHIPPER: CHURCH BROTHERS				COMPLETED:	12/15/2004 8:53 AM
ADDITIONAL ID: NA						PASSWORD FOR ONLINE ACCESS	
CARRIER TYPE: NA		MARKET OFFICE: BOSTON, MA				M5F3NF7MDVHMZGHK	
REFRIG UNIT: NA	DOORS: NA	INSP SITE: 88 NEPC				ESTIMATED FEE:	\$144.00
REMARKS: <input type="text"/>							

LOT A (QAC) - LETTUCE ICEBERG

TEMP: 39° to 40°F	INSP CT: YES	NUMBER OF CONTAINERS: 320 CARTON(S)	ORIGIN: CA		
MARKINGS: BRAND: CHURCH BROTHERS MARKINGS: ICEBERG LETTUCE CHURCH BROTHERS LLC SALINAS, CA PRODUCE OF USA NAKED 24					
PLI: NONE		OTHER ID: NAKED / LINER			
INJURY	DAM	SER DAM	V.S. DAM	OFFSIZE/DEFECTS	
NA	3	0	NA	QUALITY DEFECTS (0 to 4%)(MECHANICAL DAMAGE, DIRT)	
NA	11	3	NA	RUSSET SPOTTING (8 to 13%)	
NA	10	3	NA	DISCOLORATION FOLLOWING BRUISING (8 to 13%)	
NA	7	0	NA	FEATHERING OR PEELING (0 to 13%)	
NA	1	0	NA	PINK RIB (0 to 4%)	
NA	1	0	NA	WATERSOAKED AREAS (0 to 4%)	
NA	4	4	NA	DECAY AFFECTING COMPACT PORTION OF HEADS AND/OR BUTTS (0 to 8%)	
NA	37	10	NA	CHECKSUM	
GRADE:	FAILS TO GRADE U.S. NO. 1 ACCOUNT CONDITION.				
LOT DESC:	STAGES OF DECAY: MOSTLY EARLY, MANY MODERATE				

I, the undersigned, a duly authorized inspector of the United States Department of Agriculture, do hereby certify that at the request of the applicant and on the date indicated, samples of the herein described product were inspected and the quality and/or condition as shown by said samples were as herein stated.

Warning: Any person who knowingly shall falsely make, issue, alter, forge, or counterfeit this certificate or participate in any such actions, is subject to a fine of not more than \$1,000 or imprisonment for not more than one year, or both.

Signature: 0250 - RUSTIGIAN, DANIEL

Date:

Daniel J. Rustigan

12/15/2004

Exhibit 4, p. 10



U.S. DEPARTMENT OF AGRICULTURE
AGRICULTURAL MARKETING SERVICE
<http://FPBinspections.ams.usda.gov>

INSPECTION CERTIFICATE

1004-0250-00249

PAGE 2 of 2

LOT B (QAC) LETTUCE ICEBERG

TEMP: 38° to 39°F	INSP CT: YES	NUMBER OF CONTAINERS: 320 CARTON(S)	ORIGIN: CA
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MARKINGS:	BRAND: CHURCH BROTHERS MARKINGS: ICEBERG LETTUCE CHURCH BROTHERS LLC SALINAS, CA PRODUCE OF USA LOGO WRAP 24
-----------	---

PLI: NONE	OTHER ID: CELLO
-----------	-----------------

INJURY	DAM	SER DAM	V.S. DAM	OFFSIZE/DEFECTS
NA	1	0	NA	QUALITY DEFECTS (0 to 4%)(MECHANICAL DAMAGE)
NA	11	0	NA	FEATHERING OR PEELING (4 to 17%)
NA	10	3	NA	RUSSET SPOTTING (0 to 17%)
NA	10	1	NA	DISCOLORATION FOLLOWING BRUISING (8 to 13%)
NA	1	0	NA	WATERSOAKED AREAS (0 to 4%)
NA	4	4	NA	DECAY AFFECTING COMPACT PORTION OF HEADS AND/OR BUTTS (4 to 4%)
NA	37	8	NA	CHECKSUM

GRADE:	FAILS TO GRADE U.S. NO. 1 ACCOUNT CONDITION.
--------	--

LOT DESC:	STAGES OF DECAY: MOSTLY EARLY, MANY MODERATE
-----------	--

I, the undersigned, a duly authorized Inspector of the United States Department of Agriculture, do hereby certify that at the request of the applicant and on the date indicated, samples of the herein described product were inspected and the quality and/or condition as shown by said samples were as herein stated.

Warning: Any person who knowingly shall falsely make, issue, alter, forge, or counterfeit this certificate or participate in any such actions, is subject to a fine of not more than \$1,000 or imprisonment for not more than one year, or both.

Signature: 0250 - RUSTIGIAN, DANIEL

Date:

12/15/2004

Exhibit 1, p. 10



February 18, 2005

Mr. Jay Brown
Chief Financial Officer
Church Brothers LLC
P. O. Box 509
Salinas, CA 93902-0509

RE: Church Brothers Invoice No. 102172 / Alphas Lot No. 7090

Dear Jay,

Please be advised that on December 20, 2004, at 1:00 p.m., Neil and I went over this Invoice. I paid as agreed between Neil and myself. Every lot on this file was discussed and mutually agreed upon.

I will be on vacation from February 22 – February 28, 2005. I will be available for any questions you might have after these dates.

Thank you,

Yanni Alphas
President



February 16, 2005

Via Fax and U.S. Mail

Yanni Alphas
THE ALPHAS COMPANY, INC.
51-52 & 87-88 New England Produce Center
Chelsea, MA 02150

Re: Your check no. 15259

Dear Yanni:

Your check no. 15259 in the amount of \$4,447.70 was received today. The check stub indicates that this check was remitted in connection with our invoice no. 102172, which totals \$15,573.70.

The product sold to you under invoice no. 102172 was shipped on December 10, 2004. Shipping times were normal and you accepted the load on or about December 15, 2004. The USDA inspection that was enclosed with your payment only supports deductions on the lettuce, not the green leaf, red leaf, or romaine. For these reasons, we do not accept your purported \$11,126.00 price adjustment and the full amount due under this invoice remains immediately payable.

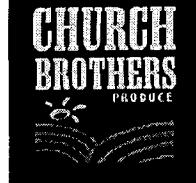
We have applied your \$4,447.70 check as partial payment for our invoice no. 102172, leaving a balance due of \$11,126.00. Enclosed with this letter is a current statement of account confirming application of your partial payment. Please remit the remaining balance due immediately.

Regards,

Jay Brown
Chief Financial Officer

Exhibit 1, p. 13

Church Brothers, LLC
P.O Box 509
Salinas CA 93902-0509
USA



INVOICE

Invoice #: 102404

Invoice: Dec 14, 2004

Ship: Dec 14, 2004

Pay Terms: Net 10

Sold To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Ship To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

PO 8717 / LOT 7092

Page 1 of 1

Sale Terms: FOB	Salesperson: Neil Milburn	Carrier: DUMAU
Order:	Via:	Trailer lic: D24142 St: CA
Cust PO:	Currency: USD	Broker:

Description	Quantity	UOM	Price	Amount
Naked 24 True Leaf Reg True Leaf	34	ctn	4 ¹⁰ 9.40	309.40 13941
Red Leaf Liner 24 Reg Church Brothers	210	ctn	4 ¹⁰ 6.40	1,281.00 8610
Spring Mix PP 3# Reg Paige's Pride	420	ctn	3 ¹⁰ 5.00	2,100.00 12601
Romaine Hearts 12X3 Reg True Leaf	63	ctn	6 ¹⁰ 10.10	636.30 3843
Broccoli Crowns Domestic Reg Church Brothers	576	ctn	5 ¹⁰ 7.10	4,089.60 29376
Green Leaf Liner 24 Reg Church Brothers	252	ctn	4 ¹⁰ 9.10	2,293.20 10332
TEMPTAIL Temperature Recoder	1		23.50	23.50 235
INVOICE TOTAL:	1555			10,733.00

102404

34 @ 5.00 (170.00)
 210 @ 2.00 (420.00)
 420 @ 2.00 (840.00)
 63 @ 4.00 (252.00)
 ✓ 576 @ 2.00 (1152.00)
 252 @ 5.00 (1260.00)
 (4094.00)

PROSPECTED

PAID
15262 1-12-05

Exhibit 1 p. 14

Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.



PASSING

Church Brothers, LLC
P.O Box 509
Salinas CA 93902-0509
USA



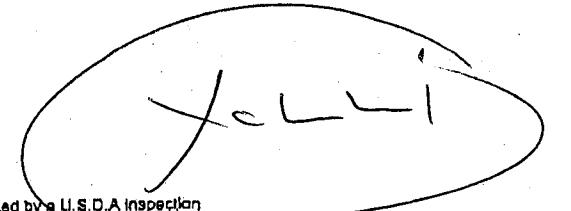
Sold To:
Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Ship To:
Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Order No: 102404
Ship: Dec 14, 2004
Pay Terms: Net 10
Sale Terms: FOB
Time In: 13:47:54
Time out: 01:06:36

Cust PO:	Salesperson: Neil Milburn	Broker:	Quantity: 1555
Delivery:	Carrier: DUMAU		Pallets: 27.935
Via:	Trailer Lic: D24142	St: CA	Bulk Pounds: 37886.6

Description	Ordered	Shipped	Price	Amount
Location: Advanced Cooler				
Red Leaf Liner 24 Reg Church Brothers	210 ctn	210 ctn - 6	14.50	3,066.00
Green Leaf Naked 24 Reg True Leaf	84 ctn	34 ctn - 9	26.50	904.40
Spring Mix PP 3# Reg Paige's Pride	420 ctn	420 ctn - 5	8.50	2,730.00
Romaine Hearts 12X3 Reg True Leaf	63 ctn	63 ctn - 10	16.50	1,045.80
Broccoli Crowns Domestic Reg Church Brothers	576 ctn	576 ctn - 7	16.50	9,504.00
Green Leaf Liner 24 Reg Church Brothers	252 ctn	252 ctn - 9	20.50	6,703.20
				23,953.40
RYAN 10 Temperature Recorder c250368	1		23.50	23.50
				23.50

Neil
 Please hold this file
 until I have it
 price out - 

All claims must be reported within 24 hours of receipt and supported by a U.S.D.A. inspection.
 ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR
 DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO
 FREEZE DAMAGE INCLUDING EPIDERMAL PEEL.

Attention:
 Please review and contact immediately if any discrepancies.

Dec 15, 2004 06:34:47

Page 1 of 1

1, p. 15

THE ALPHAS COMPANY OF NEW YORK, INC.

HUNTS POINT PRODUCE MARKET
223-225 ROW B
BRONX, NY 10474

CITIBANK, N.A.
1-8/210

02/17/05

PAY TO THE
ORDER OF

***One Thousand Forty-Three & 50/100 Dollars

\$ 1043.50

DOLLARS

CHURCH BROTHERS, LLC
P.O. BOX 509
SALINAS, CA 93902-0509

MEMO:

1027030 1021000089 03074611

THE ALPHAS COMPANY OF NEW YORK, INC.
HUNTS POINT PRODUCE MARKET

27030

CHUBRO CHURCH BROTHERS, LLC

102250	9564	12/31/04	5735.50	0.00	0.00	5735.50
102250C	9564	12/15/04	-4692.00	0.00	0.00	-4692.00

(Acct: 1000-00-00)

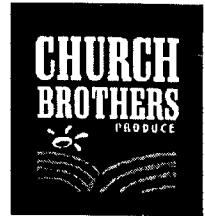
Check Date 02/17/05

Total

1043.50

11p 16

Church Brothers, LLC
 P.O Box 509
 Salinas CA 93902-0509
 USA



INVOICE

Invoice #: 102250

Invoice: Dec 15, 2004

Ship: Dec 15, 2004

Pay Terms: Net 10

Sold To: Alphas Company Inc.
 51-52 & 87-88 New England Produce Center
 Chelsea MA 02150

Ship To: Alphas Company Inc.
 51-52 & 87-88 New England Produce Center
 Chelsea MA 02150

Page 1 of 1

Sale Terms: FOB	Salesperson: Neil Milburn	Carrier: VALLEY TRUCKING
Order:	Via: Truck	Trailer lic: 4EG1765 St: CA
Cust PO:	Currency: USD	Broker:

Description	Quantity	UOM	Price	Amount
Lettuce Liner 24 Reg Church Brothers	213	ctn	1 - 5.10	1,086.30
Lettuce Wrap 24 Reg Church Brothers	510	ctn	1 - 6.10	3,111.00
Lettuce Liner 24 Reg Church Brothers	297	ctn	1 - 5.10	1,514.70
RYAN 10 Temperature Recorder	1		23.50	23.50
INVOICE TOTAL:	1020			5,735.50
				1,0243.50

Exhibit 1, p 17 -

Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

CARRIER IDENTIFICATION		SHIPPER IDENTIFICATION																					
Carrier ID: 4567	Carrier Name: U.I.	Address: Bronx New York	Shipper: Church Brothers LLC																				
Carrier ID: Stated by: Appraiser	Additional Lot ID:	Address: Salinas CA																					
Carrier Type/Name:		Insp. Site: Applicant Store																					
Refrigeration Unit: <input type="checkbox"/> On <input type="checkbox"/> Off	Doors: <input type="checkbox"/> Open <input type="checkbox"/> Closed																						
<table border="1"> <tr> <td>10</td> <td>36</td> <td>Iceberg Lettuce</td> <td>Chardonnay</td> </tr> <tr> <td>A: 35</td> <td>36</td> <td>Iceberg Lettuce</td> <td>24 Lbs</td> </tr> <tr> <td>B: 35</td> <td>36</td> <td>Iceberg Lettuce</td> <td>24 Lbs</td> </tr> <tr> <td>C: /</td> <td>/</td> <td></td> <td>2000</td> </tr> <tr> <td>D: /</td> <td>/</td> <td></td> <td>2000</td> </tr> </table>				10	36	Iceberg Lettuce	Chardonnay	A: 35	36	Iceberg Lettuce	24 Lbs	B: 35	36	Iceberg Lettuce	24 Lbs	C: /	/		2000	D: /	/		2000
10	36	Iceberg Lettuce	Chardonnay																				
A: 35	36	Iceberg Lettuce	24 Lbs																				
B: 35	36	Iceberg Lettuce	24 Lbs																				
C: /	/		2000																				
D: /	/		2000																				

INSPECTION CERTIFICATE		INSPECTION CERTIFICATE	
M - 004314		M - 004314	
U.S. DEPARTMENT OF AGRICULTURE AGRICULTURAL MARKETING SERVICE		U.S. DEPARTMENT OF AGRICULTURE AGRICULTURAL MARKETING SERVICE	
<p>Quality: Spotted (17-25%) Discoloration following bruising (4-25%) Decay (Head Leaf) (0-8%) Early stages Check Sum</p> <p>Quality: Discoloration following bruising (4-25%) Decay (Head Leaf) (0-8%) Early stages Check Sum</p>		<p>Quality: Spotted (4-33%) Discoloration following bruising (4-25%) Decay (Head Leaf) (0-8%) Early stages Check Sum</p> <p>Quality: Spotted (4-33%) Discoloration following bruising (4-25%) Decay (Head Leaf) (0-8%) Early stages Check Sum</p>	
00	00	00	00
27	15	03	00
14	03	00	00
00	00	00	00
35	15	03	00
00	00	00	00
19	15	03	00
08	01	03	00
03	03	19	19
29	19		
<p>GRADE: 1</p> <p>REMARKS: Each lot fails to grade U.S. No 1 Account Condition.</p>		<p>GRADE: 1</p> <p>REMARKS: </p>	
<p>WARNING: Any person who knowingly shall falsely make, issue, alter, forge, or counterfeit this certificate or participate in any such actions, is subject to a fine of not more than \$1,000 or imprisonment for not more than one year, or both.</p> <p>Inspector's Signature: Leo V. Scherzer</p>		<p>ESTIMATED TOTAL Market Office: Bronx New York \$ 144.00</p>	
<p>FORM FV-300 (08-99) (Use previous edition dated 03-99).</p>			

Exhibit 1

APPLICANT

87-89 New England Produce Center
Chelsea, MA 02150
617-884-5921
617-884-5932 Fax

The Alphas Company, Inc.

To:	Church Brothers, LLC	From:	Yanni
Attn:	Neil Milburn	Pages:	1
Fax:	831-455-1047	Date:	12/20/04
Re:		CC:	

Neil,

I love you but that's it! We cannot sell lettuce like this!
Freight is over \$4.50 per box. I'm only asking for \$2.00.

What do you want me to do?

Please call me.

Yanni

Call me
Edition 1, p 19

THE ALPHAS COMPANY OF NEW YORK, INC.

HUNTS POINT PRODUCE MARKET
223-225 ROW B
BRONX, NY 10474CITI BANK, N.A.
1-8/210

02/16/05

PAY TO THE
ORDER OF

***One Thousand Five Hundred Twenty-Nine & 40/100 Dollars

\$ 1529.40

DOLLARS

CHURCH BROTHERS, LLC
P.O. BOX 509
SALINAS, CA 93902-0509

MEMO:

026948 1021000089 03074611

THE ALPHAS COMPANY OF NEW YORK, INC.
HUNTS POINT PRODUCE MARKET

26948

CHUBRO CHURCH BROTHERS, LLC

102550	9573	12/18/04	7343.90	0.00	0.00	7343.90
102550C	9573	12/18/04	-5814.50	0.00	0.00	-5814.50

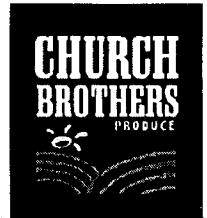
(Acct: 1000-00-00)

Check Date 02/16/05

Total

1529.40

Church Brothers, LLC
 P.O Box 509
 Salinas CA 93902-0509
 USA



INVOICE

Invoice #: 102550

Invoice: Dec 18, 2004

Ship: Dec 18, 2004

Pay Terms: Net 10

Sold To: Alphas Company Inc.
 51-52 & 87-88 New England Produce Center
 Chelsea MA 02150

Ship To: Alphas Company Inc.
 51-52 & 87-88 New England Produce Center
 Chelsea MA 02150

Page 1 of 1

Sale Terms: FOB	Salesperson: Neil Milburn	Carrier: T P H
Order: Dec 15, 2004	Via:	Trailer lic: 4EL5435 St: CA
Cust PO:	Currency: USD	Broker:

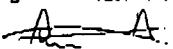
Description	Quantity	UOM	Price	Amount
Romaine Hearts 12X3 Reg True Leaf	189	ctn	3.00	568.20
Lettuce Liner 24 Reg Church Brothers	320	ctn	4.10	1,312.00
Lettuce Wrap 24 Reg Church Brothers	600	ctn	5.10	3,060.00
RYAN 10 Temperature Recorder	1		23.50	23.50
INVOICE TOTAL:	1109			7,343.90

1/29/05

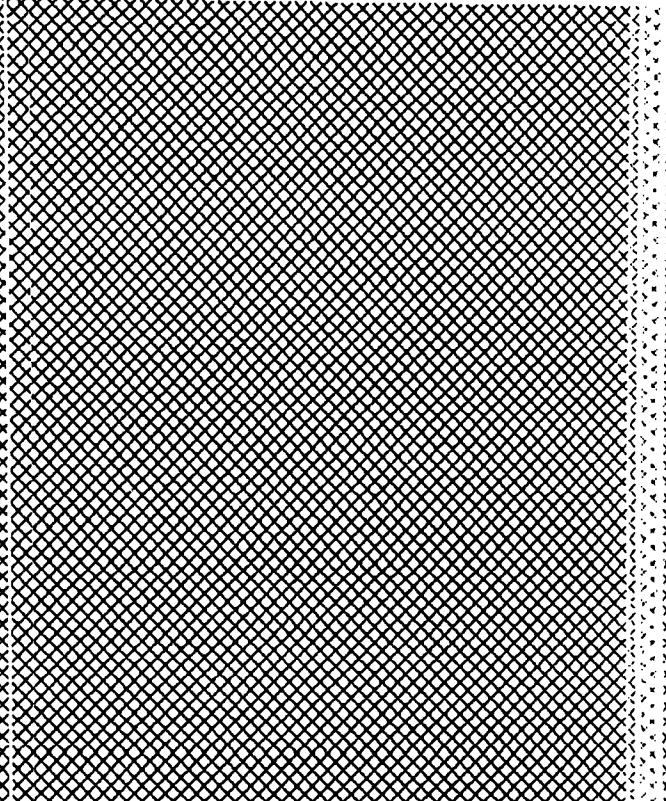
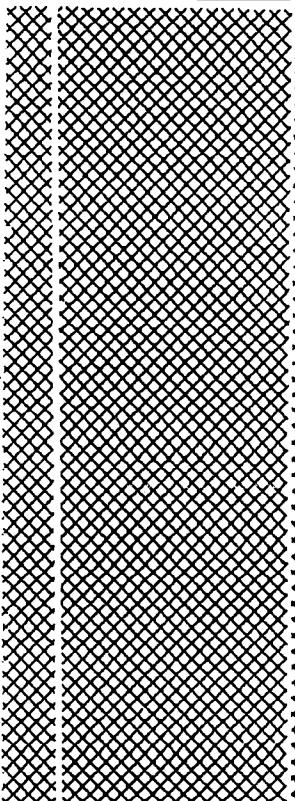
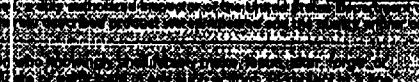
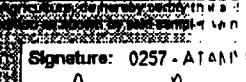
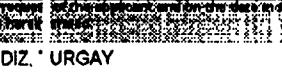
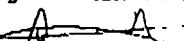
1/29/05, p. 21

Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

U.S. DEPARTMENT OF AGRICULTURE - INSPECTION CERTIFICATE					4011-0257-00158	
AGRICULTURAL MARKETING SERVICE					http://crisinfo.ams.usda.gov/	
CARRIER OR LOT ID: PO 9573		APPLICANT: (211119756) THE ALPHANON OF NY. BRONX, NY			REQUESTED: 12/21/2004 5:40 AM	RECEIVED: 12/21/2004 5:40 AM
LOADING STATUS: UNLOADED		SHIPPER: CHURCH BROTHERS SALINAS CA			SHIPPED: 12/22/2004 7:10 AM	SHIPPED: 12/22/2004 9:10 AM
STATED BY: APPLICANT		MARKET OFFICE: NEW YORK, NY			PRINTED FOR ONLINE ACCESS	
ADDITIONAL ID: NA		INSP SITE: APPLICANT'S STORE			ESTIMATED FEE: \$227.00	
CARRIER TYPE: NA						
REFRIG UNIT: NA	DOORS: NA					
REMARKS: XXXXXXXXX						
CONTAINER/ITEM INFORMATION						
TEMP: 36° to 37°F		INSP CT: YES	NUMBER OF CONTAINERS: 185 CARTON(S)		ORIGIN: OT	
MARKINGS: BRAND: TRUE LEAF FARMS MARKINGS: TRUE LEAF FARMS 12/3 COUNT BAGS DIST BY TRUE LEAF FARMS LLC SALINAS CA. NET WEIGHT 111 OZ.						
PLI: FRUGAL, NONE		OTHER ID: ROMA LEAF FARMS				
INSPECTION DATE: 12/21/2004		INSPECTION NUMBER: 0257-00158		OFFICE: 3 - FEC 6		
NA	0	0	NA	QUALITY DEFECTS		
NA	4	4	NA	BRUISING (0 to 33%)		
NA	0	0	NA	DISCOLORATION FOLLOWING PEELING AND PEELING (0 to 33%)		
NA	0	0	NA	DECAY		
NA	4	4	NA	CHECKSUM		
GRADE: MEETS U.S. NO. 1.						
NOTES: TEMPERATURES(3): 37°F, 38°F, 37°F						
<p>Signature: 0257-ATM-ALDIZ, URGAY</p> <p></p> <p>Date: 12/22/2004</p>						

11 p. 22

USDA		U.S. DEPARTMENT OF AGRICULTURE		INSPECTION CERTIFICATE	DATE: 10/11/2007/00159
		AGRICULTURAL MARKETING SERVICE			
		1007/EPB/EDITIONS 2005/04/2000			
		FOOD LOAD CONSTRUCTION: ICEBERG			
TEMP: 36° to 37°F		INSP CT: YES	NUMBER OF CONTAINERS: 320 CARTON(S)		ORIGIN: OT
MARKINGS: ERAND: CHURCH BROTHERS		MARKINGS: CHURCH BROTHERS PRODUCE NAKED PALLETIZED 24 CH 1PC 1 BF OTHERS LLC SALINAS CA PRODUCE OF USA			
PLI: NONE		OTHER ID: 			
INJURIES TO MEMBER STABILIZATION		DEFECTS		PERCENTAGE	
NA	0	0	NA	QUALITY DEFECTS	
NA	3	8	NA	RUSSET SPOTTING (4 to 21%)	
NA	1	0	NA	DISCOLORATION FOLLOWING BRUISING (0 to 1%)	
NA	1	0	NA	FIELD FREEZING / PEELING OR FEATHERING (0 to 4%)	
NA	0	0	NA	DECAY	
NA	15	8	NA	CHECKSUM	
GRADE: 1	FAILS TO GRADE U.S. NO. 1 ACCOUNT CONDITION.				
LOT/DESC:	TEMPERATURES(3): 36°F, 36°F, 37°F				
					
					
					
Signature: 0257-ATANILDIZ-URGAY				Date: 10/22/2004	

THE ALPHAS COMPANY OF NEW YORK, INC.

HUNTS POINT PRODUCE MARKET
223-225 ROW B
BRONX, NY 10474CITIBANK, N.A.
1-8/210

02/16/05

PAY TO THE
ORDER OF

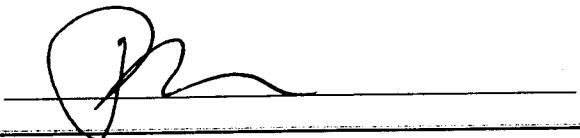
***One Thousand Two Hundred Seven & 50/100 Dollars

\$ 1207.50

DOLLARS

CHURCH BROTHERS, LLC
P.O. BOX 509
SALINAS, CA 93902-0509

Security features. Details on back.



MEMO:

102697210 10210000891 03074611

THE ALPHAS COMPANY OF NEW YORK, INC.
HUNTS POINT PRODUCE MARKET

26972

CHUBRO CHURCH BROTHERS, LLC

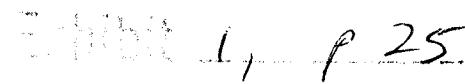
102648	9575	12/18/04	7496.70	0.00	0.00	7496.70
12648C	9575	12/16/04	-6289.20	0.00	0.00	-6289.20

(Acct: 1000-00-00)

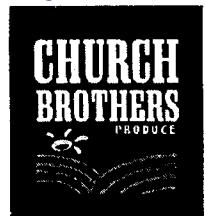
Check Date 02/16/05

Total

1207.50



Church Brothers, LLC
P.O Box 509
Salinas CA 93902-0509
USA



INVOICE

Invoice #: 102648

Invoice: Dec 18, 2004

Ship: Dec 18, 2004

Pay Terms: Net 10

Sold To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Ship To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Page 1 of 1

Sale Terms: FOB	Salesperson: Neil Milburn	Carrier: T P H
Order: Dec 17, 2004	Via:	Trailer lic: LOCAL
Cust PO:	Currency: USD	St: CA

Description	Quantity	UOM	Price	Amount
Lettuce Wrap 24 Reg Church Brothers	400	ctn	1 - 5.60	2,240.00
Green Leaf Liner 24 Reg Church Brothers	168	ctn	2 - 18.00	3,124.80
Red Leaf Liner 24 Reg Church Brothers	84	ctn	2 - 11.60	974.40
Romaine Liner 24 Reg Church Brothers	140	ctn	2 - 8.10	1,134.00
RYAN 10 Temperature Recorder	1		23.50	23.50
INVOICE TOTAL:	792			7,496.70
Driver request recorder X				1207 ✓

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Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

12/22/2004 4:55 AM FROM: USDA USDA NMG FV FPR TO: 1-710 OSH PAGE: 002 OF 005

CARRIER or LOT ID: PO 9575		APPLICANT: (211119759) THE ALPHAS COMPANY OF NY. BRONX, NY		12/22/2014 5:00 AM RECEIVED BY: KIRKIS WILHELM 12/22/2014 7:55 AM 12/22/2014 9:22 AM																							
LOADING STATUS: UNLOADED		SHIPPER: CHURCH BROTHERS SALINAS, CA																									
STATED BY: APPLICANT		MARKET OFFICE: NEW YORK, NY																									
ADDITIONAL ID: NA		INSP SITE: APPLICANT'S STORE																									
CARRIER TYPE: NA				6332.00																							
REFRIG UNIT: NA		DOORS: NA																									
TEMP: 35° to 37°F INSP CT: YES NUMBER OF CONTAINERS: 130 CARTON(S) ORIGIN: CA																											
MARKINGS: BRAND: CHURCH BROTHERS MARKINGS: 2 DOZ LINER CHURCH BROTHERS LLC SALINAS, CA																											
PL: NONE OTHER ID: X																											
<table border="1"> <thead> <tr> <th colspan="4">QUALITY DEFECTS</th> </tr> </thead> <tbody> <tr> <td>NA</td><td>0</td><td>0</td><td>NA</td> </tr> <tr> <td>NA</td><td>35</td><td>4</td><td>NA</td> <td>PEELING AND FEATHERING (21 to 40%)</td> </tr> <tr> <td>NA</td><td>0</td><td>0</td><td>NA</td> <td>DECAY</td> </tr> <tr> <td>NA</td><td>35</td><td>4</td><td>NA</td> <td>CHECKSUM</td> </tr> </tbody> </table>					QUALITY DEFECTS				NA	0	0	NA	NA	35	4	NA	PEELING AND FEATHERING (21 to 40%)	NA	0	0	NA	DECAY	NA	35	4	NA	CHECKSUM
QUALITY DEFECTS																											
NA	0	0	NA																								
NA	35	4	NA	PEELING AND FEATHERING (21 to 40%)																							
NA	0	0	NA	DECAY																							
NA	35	4	NA	CHECKSUM																							
FAILS TO GRADE U.S. NO. 1 ACCOUNT CONDITION.																											
SIZE: MOSTLY LARGE, MANY MEDIUM TEMPERATURES(3): 35°F, 37°F, 37°F																											
<p>Warning: Any person who knowingly shall falsely make, issue, alter, forge, or counterfeit this certificate or participate in any such actions, is subject to a fine of not more than \$1,000 or imprisonment for not more than one year, or both.</p> <p>Signature: 0204 - M1 Signature: Luis A. Date: 12/22/2004</p>																											

1, p. 27

10/22/2004 9:53 AM FROM: USDA USDA AMS IV TPA TO: 1-710-058 PAGE: 003 OF 005

USDA																								
10/22/2004 9:53 AM FROM: USDA USDA AMS IV TPA TO: 1-710-058 PAGE: 003 OF 005																								
TEMP: 38° to 39°F INSP CT: YES NUMBER OF CONTAINERS: 168 CARTON(S) ORIGIN: CA																								
MARKING: BRAND: CHURCH BROTHERS MARKINGS: 2 DOZ LINE CHURCH BROTHERS SALINAS, CA																								
PLI: NONE OTHER ID: XXXXX																								
<table border="1"> <thead> <tr> <th>NA</th> <th>0</th> <th>NA</th> <th>NA</th> <th>QUALITY DEFECTS</th> </tr> </thead> <tbody> <tr> <td>NA</td> <td>38</td> <td>NA</td> <td>NA</td> <td>RUSSET SPOTTING (25 to 40%)</td> </tr> <tr> <td>NA</td> <td>6</td> <td>NA</td> <td>NA</td> <td>DECAY (0 to 13%)</td> </tr> <tr> <td>NA</td> <td>44</td> <td>NA</td> <td>NA</td> <td>CHECKSUM</td> </tr> </tbody> </table> <p>NO ESTABLISHED U.S. GRADE.</p> <p>STAGES OF DECAY: MODERATE RUSSET SPOTTING: LEAVES AFFECTED: 2 TO 4 TEMPERATURES(3): 38°F, 38°F, 39°F</p>					NA	0	NA	NA	QUALITY DEFECTS	NA	38	NA	NA	RUSSET SPOTTING (25 to 40%)	NA	6	NA	NA	DECAY (0 to 13%)	NA	44	NA	NA	CHECKSUM
NA	0	NA	NA	QUALITY DEFECTS																				
NA	38	NA	NA	RUSSET SPOTTING (25 to 40%)																				
NA	6	NA	NA	DECAY (0 to 13%)																				
NA	44	NA	NA	CHECKSUM																				
<p>Signature: 0204 - MELISSA LUIS A Date: 10/22/2004</p> <p><i>Luis A. Melissa</i></p>																								

1, p 29

12/22/2004 04:53 AM MIAMI USUA USUA AMS BY JTB T01 1 718 051 1001 001 000



U.S. DEPARTMENT OF AGRICULTURE
AGRICULTURAL MARKETING SERVICE
<http://FPBInspections.ams.usda.gov>

INSPECTION CERTIFICATE T-011-0204-00228

PAGE 3 of 4

LOT C (QAC) - LEAF LETTUCE, R-11

TEMP: 38° to 40°F	INSP CT: YES	NUMBER OF CONTAINERS: 77 CARTON(S)	ORIGIN: CA	
MARKINGS: BRAND: CHURCH BROTHERS MARKINGS: 2 DOZ LINER X CHURCH BROTHERS SALINAS, CA		OTHER ID: XXXXXXXX XXXXXXXX XXXXXXXX		
PLI: NONE	OTHER ID: XXXXXXXX XXXXXXXX XXXXXXXX			
INJURY	DAM	SER DAM	V.S. DAM	OFFICIAL FACTS
NA	0	NA	NA	QUALITY DEFECTS
NA	13	NA	NA	RUSSET SPOTTING (13 to 13%)
NA	4	NA	NA	FLABBY (0 to 8%)
NA	4	NA	NA	PEELING AND FEATHERING (0 to 8%)
NA	0	NA	NA	DECAY
NA	21	NA	NA	CHECKSUM
GRADE:	NO ESTABLISHED U.S. GRADE.			
LOT DESC:	FLABBY: LEAVES Affected: 2 TO 3 PEELING AND FEATHERING: LEAVES Affected: 2 TO 3 RUSSET SPOTTING: LEAVES Affected: 1 TO 3 TEMPERATURES(3): 38°F, 40°F, 39°F			
<p>1, the undersigned, a duly authorized Inspector of the United States Department of Agriculture, do hereby certify that samples of the herein described product were inspected and the quality and/or condition as shown by said sample herein stated.</p> <p>Warning: Any person who knowingly shall falsely make, issue, alter, forge, or counterfeit a certificate or participate in any such actions, is subject to a fine of not more than \$1,000 or imprisonment for not more than one year, or both.</p> <p>Signature: 0204 - MFL SP-1997-11-11</p> <p>LUIS A. Date: 12/12/2004</p>				

1, p. 30

87-89 New England Produce Center
Chelsea, MA 02150
617-884-5921
617-884-5932 Fax

The Alphas Company, Inc.

To:	Church Brothers, LLC	From:	Yanni
Attn:	Neil Milburn	Pages:	1
Fax:	831-455-1047	Date:	01/17/05
Re:	File# 102648	cc:	

**Church File# 102648
Alphas Lot# 9575**

Neil,

**As per our conversation regarding this file, prices are
as follows:**

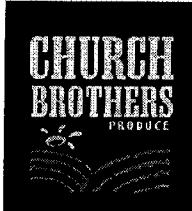
400cs	Lettuce	\$ 1.00
168cs	Gr Leaf	\$ 2.00
84cs	Red Leaf	\$ 2.00
140cs	Romaine	\$ 2.00

Total to be remitted \$1,207.50

Yanni

1, p-31

Church Brothers, LLC
P.O Box 509
Salinas CA 93902-0509
USA



INVOICE

Invoice #: 102704

Invoice: Dec 18, 2004

Ship: Dec 18, 2004

Pay Terms: Net 10

Sold To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Ship To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

PO 8721 / LOT 7096

Page 1 of 1

Sale Terms: FOB	Salesperson: Neil Milburn	Carrier: TPH
Order: Dec 18, 2004	Via:	Trailer lic: 4PD6817 CA St: CA
Cust PO:	Currency: USD	Broker:

Description	Quantity	UOM	Price	Amount
Broccoli Crowns Asn Icl BG Reg Jin Ye	245	ctn	4-	11.60
Grn Onion MEX Bunched 48 MED Reg Church Brothers	84	ctn	6-	11.60
Broccoli Crowns Domestic Reg Church Brothers	919	ctn	4-	9.10
INVOICE TOTAL:	1248			12,179.30
				5160.00

245@ 7.60 (1862.00)
84@ 5.60 (470.40)
919@ 5.10 (4686.90)

7019.30

PAID

1/1/05 1/1/p 32

PAID

15323
2-7-05

Please return a copy of this invoice with your remittance - Thank You

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PASSING

Church Brothers, LLC
P.O Box 509
Salinas CA 93902-0509
USA



Sold To:
Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Ship To:
Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Order No: 102404
Ship: Dec 14, 2004
Pay Terms: Net 10
Sale Terms: FOB
Time In: 13:47:54
Time out: 01:06:36

Cust PO:	Salesperson: Neil Milburn	Broker:	Quantity: 1555
Delivery:	Carrier: DUMAU		Pallets: 27.935
Via:	Trailer Lic: D24142	St: CA	Bulk Pounds: 37886.6

Description	Ordered	Shipped	Price	Amount
Location: Advanced Cooler				
Red Leaf Liner 24 Reg Church Brothers	210 ctn	210 ctn - 6	14.50	3,066.00
Green Leaf Naked 24 Reg True Leaf	84 ctn	34 ctn - 9	26.50	904.40
Spring Mix PP 3# Reg Paige's Pride	420 ctn	420 ctn - 5	6.50	2,730.00
Romaine Hearts 12X3 Reg True Leaf	63 ctn	63 ctn - 10	16.50	1,045.80
Broccoli Crowns Domestic Reg Church Brothers	576 ctn	576 ctn - 7	16.50	9,504.00
Green Leaf Liner 24 Reg Church Brothers	252 ctn	252 ctn - 9	26.50	6,703.20
				23,953.40

RYAN 10 Temperature Recorder c250368	1	23.50	23.50
			23.50

Neil
 Please hold this file
 until down to
 price out

All claims must be reported within 24 hours of receipt and supported by a U.S.D.A inspection
 ALL SALES FOB NO GRADE CONTRACT WITH GOOD DELIVERY STANDARDS APPLYING EXCLUDING BRUISING AND/OR
 DISCOLORATION FOLLOWING BRUISING. IN ADDITION, ALSO EXCLUDED FROM THIS CONTRACT ARE ALL EFFECTS RELATED TO
 FREEZE DAMAGE INCLUDING EPIDERMAL PEEL.

Attention:
 Please review and contact immediately if any discrepancies.

Dec 15, 2004 06:34:47

Page 1 of 1

1 p 33

87-89 New England Produce Center
Chelsea, MA 02150
617-884-5921
617-884-5932 Fax

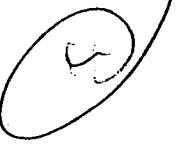
The Alphas Company, Inc.

To:	Church Brothers LLC	From:	Yanni Alphas
Attn:	Neil	Date:	01/28/05
Re:	102550, 102648, 102704		

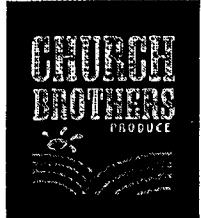
Neil,

Enclosed are the last 3 files to be settled. All 3 files are a total disaster for Alphas. Your 102550 and 102648 didn't even make freight.

Tell Gina we will be working hard to clean up your account next week.


Thank you,
Yanni

Church Brothers, LLC
 P.O Box 509
 Salinas CA 93902-0509
 USA



INVOICE

Invoice #: 102550

Invoice: Dec 18, 2004

Ship: Dec 18, 2004

Pay Terms: Net 10

Sold To: Alphas Company Inc.
 51-52 & 87-88 New England Produce Center
 Chelsea MA 02150

Ship To: Alphas Company Inc.
 51-52 & 87-88 New England Produce Center
 Chelsea MA 02150

NY LOT 9573

Page 1 of 1

Sale Terms: FOB	Salesperson: Neil Milburn	Carrier: T P H
Order: Dec 15, 2004	Via:	Trailer IIC: 4EL5435 St: CA
Cust PO:	Currency: USD	Broker:

Description	Quantity	UOM	Price	Amount
Romaine Hearts 12X3 Reg True Leaf	189	ctn	3.10	2,948.40
Lettuce Liner 24 Reg Church Brothers	320	ctn	4.10	1,312.00
Lettuce Wrap 24 Reg Church Brothers	600	ctn	5.10	3,060.00
RYAN 10 Temperature Recorder	1		23.50	23.50
INVOICE TOTAL:	1109			7,343.90

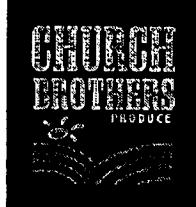
ENTERED

1, p 35

Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

Church Brothers, LLC
P.O Box 509
Salinas CA 93902-0509
USA



INVOICE

Invoice #: 102648

Invoice: Dec 18, 2004

Ship: Dec 18, 2004

Pay Terms: Net 10

Old To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Ship To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Page 1 of 1

ale Terms: FOB
rder: Dec 17, 2004
ust PO:

Salesperson: Neil Milburn
Via:
Currency: USD

Carrier: T P H
Trailer lic: LOCAL
St: CA
Broker:

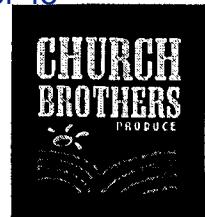
Description	Quantity	UOM	Price	Amount
lettuce Wrap 24 Reg Church Brothers	400	ctn	1 5.60	2,240.00
green Leaf Liner 24 Reg Church Brothers	168	ctn	2 18.00	3,124.80
red Leaf Liner 24 Reg Church Brothers	84	ctn	2 11.00	974.40
romaine Liner 24 Reg Church Brothers	140	ctn	2 8.10	1,134.00
YAN 10 Temperature Recorder	1		23.50	23.50
INVOICE TOTAL:	792			7,496.70
river request recorder X				1201.50

✓ **ENTERED**

1, p 36

Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.



INVOICE

Invoice #: 102704

Invoice: Dec 18, 2004

Ship: Dec 18, 2004

Pay Terms: Net 10

Sold To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

Ship To: Alphas Company Inc.
51-52 & 87-88 New England Produce Center
Chelsea MA 02150

PO 8721 / LOT 7096

Page 1 of 1

Sale Terms: FOB

Salesperson: Neil Milburn

Carrier: TPH

Order: Dec 18, 2004

Via:

Trailer lic: 4PD6817 CA St: CA

Cust PO:

Currency: USD

Broker:

Description	Quantity	UOM	Price	Amount
Broccoli Crowns Asn Icl BG Reg Jin Ye	245	ctn	4-	11.60 2,842.00 980.
Grn Onion MEX Bunched 48 MED Reg Church Brothers	84	ctn	6-	11.60 974.40 504.0
Broccoli Crowns Domestic Reg Church Brothers	919	ctn	4-	9.10 8,362.90 3676.0
INVOICE TOTAL:	1248			12,179.30
				5160.00

ROSEFIELD

1, p 37

Please return a copy of this invoice with your remittance - Thank You

The perishable agricultural commodities listed on this invoice are sold subject to the statutory trust authorized by section 5c of the Perishable Agricultural Commodities Act, 1930 (7 U.S.C. 499e(c)). The seller of these commodities retains a trust claim over these commodities, all inventories of food or other products derived from these commodities, and any receivables or proceeds from the sale of these commodities until full payment is received.

Church Brothers

Lot#	Inv#	Inv Amount	Amt Paid	Adjustments	Alphas ck#
NY 9509	101338	12,981.00	9,673.50	3,307.50	Fedex 3/11 - not cleared
NY 9542	102088	8,988.30	4,046.30	4,942.00	Fedex 3/11 - not cleared
NY 9573	102250	5,302.00	1,043.50	4,258.50	Fedex 3/11 - not cleared
NY 9564	102550	7,343.90	1,529.40	5,814.50	Fedex 3/11 - not cleared
NY 9575	102648	7,496.70	1,207.50	6,289.20	Fedex 3/11 - not cleared
B 7096	102704	\$ 12,179.30	5,160.00	7,019.30	Fedex 3/7 - not cleared
B 7090	102172	15,573.70	4,447.70	11,126.00	Cleared 2/16
B 7092	102404	10,733.00	6,639.00	4,094.00	Cleared 3/10
Total Invoiced		\$ 80,597.90		\$ 33,746.90	\$ 46,851.00
ck# 15259		\$ (4,447.70)			
Total Claim		\$ 76,150.20			
(6,639.00) ck# 15262 not reflected (9,673.50) ck# 26993 not reflected (4,046.30) ck# 27019 not reflected (1,043.50) ck# 27030 not reflected (1,529.40) ck# 26948 not reflected (1,207.50) ck# 26972 not reflected (5,160.00) ck# 15323 not reflected					
\$ 46,851.00					

Exhibit 2

Exhibit 3

fedEx. USAirbill
Express

From 3/11/05 Sender's FedEx Account Number 8508 8938 9197
Date 2461-5387-6

Sender's Name Yanni Phone (617) 884-5921

Company ALPHAS COMPANY INC

Address B7-89 NEW ENGLAND PRODUCE CTR

City CHELSEA State MA ZIP 02150-1703

Your Internal Billing Reference
First 24 characters will appear on invoice. OPTIONAL

To Recipient's Name Jay Phone (831) 455-1000

Company Church Brothers, LLC

Recipient's Address 19015 Portola Drive

We cannot deliver to P.O. Boxes or P.O. B.P. addrs.
Address Salinas State CA ZIP 93098

To research a package history in a specific FedEx location, print FedEx address here.

Try online shipping at fedex.com.

By using this Airbill you agree to the service conditions on the back of this Airbill and in our current Service Guide, including terms that limit our liability. Questions? Visit our Web site at fedex.com or call 1-800-GoFedEx 1-800-463-3233.

0299840671

Sender's Copy

4a Express Package Service

FedEx Priority Overnight Next business morning* FedEx Standard Overnight Next business afternoon* FedEx First Overnight Earliest next business morning delivery to reflect package**

FedEx 2Day Second business day* FedEx Express Saver Third business day* Packages over \$500 lbs. To next location

FedEx 1Day Freight Next business day* FedEx 2Day Freight Second business day* FedEx 3Day Freight Third business day**

* Call for confirmation. ** Declared value limit \$500

4b Express Freight Service

FedEx Pak* Includes FedEx Small Pak, FedEx Large Pak and FedEx Super Pak FedEx Box FedEx Tubes Other

5 Packaging

FedEx Envelopes* HOLD Saturday at FedEx Location NOT Available for FedEx Air, Overnight

6 Special Handling

SUNDAY Delivery Available ONLY for FedEx Priority Overnight, FedEx 2Day Freight, and FedEx 3Day Freight to areas 2P service HOLD Saturday at FedEx Location Available ONLY for FedEx Priority Overnight and FedEx 2Day Freight services

Does this shipment contain dangerous goods? Declared value must be checked.

No Yes As per selected Shippers Declaration, if required Yes Carrier's Declaration, if required Dry Ice On Kit, LUN 104 Cargo Aircraft Only

7 Payment

Sender Recipient Third Party Credit Card Cash/Check

Enter FedEx Acct. No. or Credit Card No. below.

Paid by ALPHAS COMPANY INC

8 Total Packages **Total Weight** **Total Declared Value***

9 **.00**

*Our liability is limited to \$100 unless you declare a higher value. See back for details.

10 Sign to Authorize Delivery Without a Signature

By signing you authorize us to deliver this shipment without obtaining a signature and agree to indemnify and hold us harmless from any resulting claims.

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FedEx | Track

Page 1 of 1

Track Shipments
Detailed Results[Quick Help](#)

Tracking number	B50889389197	Delivered to	Receptionist/Front Desk
Signed for by	J.BROWN	Service type	Priority Envelope
Ship date	Mar 11, 2005		
Delivery date	Mar 12, 2005 10:15 AM		
Status	Delivered		

Date/Time	Activity	Location	Details
Mar 12, 2005	10:15 AM Delivered		
	9:43 AM On FedEx vehicle for delivery	MONTEREY, CA	
	9:28 AM At local FedEx facility	MONTEREY, CA	
	4:23 AM Arrived at FedEx location	OAKLAND, CA	
	12:29 AM Departed FedEx location	MEMPHIS, TN	
Mar 11, 2005	11:42 PM Arrived at FedEx location	MEMPHIS, TN	
	10:26 PM Package data transmitted to FedEx		
	8:24 PM Left origin	SOUTH BOSTON, MA	
	6:02 PM Picked up	SOUTH BOSTON, MA	

[Signature proof](#)[Track more shipments](#)

Email your detailed tracking results (optional)

Enter your email, submit up to three email addresses (separated by commas), add your message (optional), and click **Send email**.

From

To

Add a message to this email.

 [Send email](#)

Church Bros.
Purchase History

Ship Date	Lot#	Vendor Inv#	Invoiced	Paid	Variance	Check#	
11/5/2004	7036	100330	2,352.00	2,352.00	-	15028	
11/5/2004	9378	100444	2,421.00	2,421.00	-	1095	
11/16/2004	7054	100642	10,104.00	10,104.00	-	15149	
11/16/2004	9432	100970	3,128.45	3,128.45	-	26824	
11/19/2004	7065	101065	6,495.50	6,495.50	-	15159	
11/23/2004	7069	101201	6,816.00	3,936.00	2,880.00	15171	
11/26/2004	7072	101202	6,460.10	2,874.10	3,586.00	15170	
12/3/2004	7075	101307	12,512.40	8,136.40	4,376.00	15214	
11/26/2004	7073	101308	7,407.50	3,247.50	4,160.00	15210	
12/4/2004	7083	101435	10,527.50	1,583.50	8,944.00	15254	
			68,224.45	44,278.45	23,946.00		non disputed
12/3/2004	9509	101338	12,981.00	9,673.50	3,307.50	26993	Disputed
12/10/2004	9542	102088	13,622.30	4,046.30	9,576.00	27019	Disputed
12/10/2004	7090	102172	15,573.70	4,447.70	11,126.00	15259	Disputed
12/14/2004	7092	102404	10,733.00	6,639.00	4,094.00	15262	Disputed
12/15/2004	9564	102250	5,735.50	1,043.50	4,692.00	27030	Disputed
12/18/2004	9573	102550	7,343.90	5,814.50	1,529.40	26948	Disputed
12/18/2004	9575	102648	7,496.70	1,207.50	6,289.20	26972	Disputed
12/18/2004	7096	102704	12,179.30	5,160.00	7,019.30	15323	Disputed
			85,665.40	38,032.00	47,633.40		
Totals			153,889.85	82,310.45	71,579.40		

Exhibit 4